

RETURN TO:  
CHICAGO TITLE INSURANCE CO.  
6060 POPLAR AVE-SUITE LL37  
MEMPHIS, TN 38119-0916

# 3291560

901-786-6012

1/04/11 1:52:11  
DK W BK 649 PG 791  
DESOTO COUNTY, MS  
W.E. DAVIS, CH CLERK

**PREPARED BY and RETURN TO:**

Dudley Bridgforth, Esq.  
Bridgforth & Buntin  
5293 Getwell Road  
Southaven, MS 38672  
(662) 393-4450  
MS Bar No. 4547

**WAIVER OF CERTAIN RESTRICTIONS**

In connection with the purchase of the real property (the "Real Property") described on Exhibit A attached hereto and made a part hereof by Mahle Clevite Inc., a Delaware corporation ("Mahle"), from Metro Investment Company, a Tennessee general partnership ("Metro"), of even date herewith, Mahle has requested and Metro has agreed to waive certain provisions of the Restrictions of Metro Industrial Park recorded with the Warranty Deed to Mahle and also recorded in documents recorded in Book 209, Page 239; Book 245, Page 199; Book 330, Page 645; Book 353, Page 526; Book 362, Page 295; and Book 372, Page 541, in the Office of Chancery Court Clerk, DeSoto County, Mississippi (collectively, the "Covenants").

NOW, THEREFORE, in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Metro hereby waives the provisions of Sections 108 and 109 of the Covenants (Sections VIII and IX of the deed of record in Book 209, Page 239) with respect to Recapture and Resale Rights, respectively.

This waiver shall run with the Property to the benefit of Mahle, its successors and assigns.

IN WITNESS WHEREOF, this waiver is executed as of the 22 day of December, 2010.

METRO INVESTMENT COMPANY

By: BICO Associates GP, its Managing Partner

By: RONAB, LLC, its Managing Partner

By:

Ronald A. Belz  
Ronald A. Belz, Managing Member

**STATE OF TENNESSEE  
COUNTY OF SHELBY**

Before me, a Notary Public of the State and County aforesaid, personally appeared RONALD A. BELZ, MANAGING MEMBER of RONAB, LLC, a Tennessee limited liability company, a General Partner of BICO ASSOCIATES GP, a Tennessee general partnership, the Managing General Partner of METRO INVESTMENT COMPANY, a Tennessee general partnership, with whom I am personally acquainted, and who, upon oath acknowledged that he is the MANAGING MEMBER of RONAB, LLC, a General Partner of BICO ASSOCIATES, the Managing General Partner of METRO INVESTMENT COMPANY, and that he as such MANAGING MEMBER executed the foregoing instrument for the purpose therein contained by signing the name of such partnerships by such limited liability company, as the managing general partner by himself as MANAGING MEMBER.

WITNESS my hand and Notarial seal, at office in Memphis, Tennessee, this, the 22nd day of Dec., 2010.

Sandra Perry  
Notary Public

MY COMMISSION EXPIRES 01/12/2013

My Commission Expires: \_\_\_\_\_

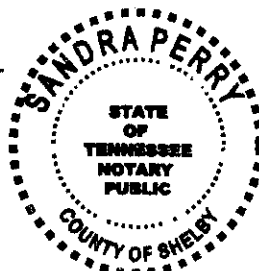


EXHIBIT A  
PROPERTY DESCRIPTION

**INDEXING INSTRUCTIONS:**

Legal description of part of the Metro Investment Company property as recorded per Warranty Deed of record in Book 167, Page 630 in the Chancery Court Clerk's Office of DeSoto County, Mississippi, being located in the northwest quarter of Section 25, Township 1 South, Range 6 west of the Chickasaw Meridian in DeSoto County, Mississippi, more particularly described as follows:

Beginning at a set iron pin in the south right-of-way line of Willow Ridge Drive (public paved road, R.O.W. varies, 30 feet south of centerline of right-of-way, 28.1' south of centerline as constructed), said point being 1551 feet more or less south and 1041.5 feet more or less east of the northwest corner of Section 25, Township 1 South, Range 6 West of the Chickasaw Meridian and being further located North 89 degrees 31 minutes 04 seconds East - 947.85 feet from a found ½" rebar on the end of a 40 foot property line radius and 987.86 feet from the tangent intersection of the south right-of-way line of Willow Ridge Drive and the east right-of-way of Hacks Cross Road (public paved road, right-of-way varies, 40 feet from centerline) as measured along the south right-of-way of Willow Ridge Drive and being further located at Mississippi State Plane Coordinates (NAD 83-West Region) of 1991372.33 feet North and 2458838.16 feet East and being the northeast corner of the Lexington Olive Branch, LLC property as recorded per Special Warranty Deed in Book 488, Page 216;

Thence North 89 degrees 31 minutes 04 seconds East along the south right-of-way of Willow Ridge Drive and leaving said south right-of-way where it curves to the left at 145.16' and continuing along the eastward extension thereof, a total distance of 223.00 feet to a set ½" rebar; thence South 00 degrees 34 minutes 27 seconds East - 750.00 feet and parallel to the east line of the Lexington Olive Branch, LLC property to set iron pin on the eastward extension of the south line of the said Lexington Olive Branch, LLC property in the north line of the Woods DeSoto II, LLC property as recorded in Deed Book 516, Page 622; thence South 89 degrees 31 minutes 04 seconds West - 223.00 feet along the north line of the Woods DeSoto II, LLC property to a found ½" rebar on the southeast corner of the Lexington Olive Branch, LLC property; thence North 00 degrees 34 minutes 27 seconds west - 750.00 feet along the east line of the Lexington Olive Branch, LLC property to the point of beginning.